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Attorneys for Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:

USA Commercial Mortgage Company
06-10725 – Lead Case

USA Capital Realty Advisors, LLC
06-10726

USA Capital Diversified Trust Deed Fund,
LLC
06-10728

USA Capital First Trust Deed Fund, LLC
06-10728

USA Securities, LLC
06-10729

Debtors.

Jointly Administered

Chapter 11 Cases

Judge Linda B. Riegler Presiding

**THIRD AMENDMENT TO VERIFIED
STATEMENT OF ROB CHARLES
PURSUANT TO BANKRUPTCY
RULES 2014 IN SUPPORT OF
APPLICATION BY OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS TO EMPLOY LEWIS
AND ROCA LLP AS COUNSEL FOR
THE COMMITTEE**

Date: NA

Time: NA

Affecting:

.. All Cases

or Only:

× USA Commercial Mortgage Company

.. USA Capital Realty Advisors, LLC

.. USA Capital Diversified Trust Deed Fund,
LLC

.. USA Capital First Trust Deed Fund, LLC

Rob Charles declares under penalty of perjury:

1. This declaration supplements Lewis and Roca LLP's prior disclosures to this
Court.



2. The United States Trustee, filed a Notice of Amended Appointment of Official Unsecured Creditors' Committee for USA Commercial Mortgage Company [DE 958]. Four new members: Larry L. Rieger and Patsy R. Rieger Revocable Trust Dated 8/14/91; John Bauer IRA; Broadwalk Investments Limited Partnership ("Broadwalk"); and Nevada State Bank were appointed to the Official Unsecured Creditors' Committee for USA Commercial Mortgage Company.

3. James R. Bonfiglio is the General Partner of Broadwalk. Mr. Bonfiglio has a relationship with a client of the firm, Bonree Management, L.L.C. Lewis and Roca does not represent Mr. Bonfiglio personally. Lewis and Roca represents Bonree Management, L.L.C. in matters unrelated to Debtors and will not represent Bonree Management, L.L.C. on any matters concerning Debtors or their estates.

4. Nevada State Bank is a former client of Lewis and Roca on matters unrelated to the Debtors or their estates. The files were closed years ago and there is no ongoing representation. Nevada State Bank is also an adverse party in transactions with clients of Lewis and Roca where Lewis and Roca represents interests adverse to those of Nevada State Bank.

5. Nothing about these connections with Broadway or Nevada State Bank would impact Lewis and Roca in any way in its dealings with the Committee it represents.

Dated July 26, 2006.

LEWIS AND ROCA LLP

By /s/ RC (#006593)

Rob Charles

*Attorneys for Official Committee of Unsecured
Creditors of USA Commercial Mortgage
Company*